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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND FLEXTRONICS INTERNATIONAL LTD. ET AL.  
WITHDRAWING PROOF OF ADMINISTRATIVE  
EXPENSE CLAIM NUMBER 18940

(FLEXTRONICS INTERNATIONAL LTD. ET AL.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Flextronics International Ltd. and its subsidiaries and affiliates, including, without limitation, Flextronics International USA, Inc., Flextronics International Latin America Ltd., Flextronics Manufacturing Europe BV, and Flextronics Corporation, successor in interest to Solectron Corporation (collectively, the "Claimants"), respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors and Flextronics International Ltd. Et Al. Withdrawing Proof Of Administrative Expense Claim Number 18940 (Flextronics International Ltd. et al.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 15, 2009, the Claimants filed proof of administrative expense claim number 18940 (the "Claim") against DAS LLC asserting an administrative expense priority claim in the amount of \$18,524,591.75 arising from certain agreements between the Debtors and the Claimant.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from

chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on April 16, 2010, the Reorganized Debtors objected to the the Claim pursuant to the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 19873) (the "Forty-Seventh Omnibus Claims Objection").

WHEREAS, on May13, 2010, the Claimants filed Flextronics' Response To Reorganized Debtors' Forty-Seventh Omnibus Claims Objection (Administrative Expense Claim No. 18940) (Docket No. 20061) (the "Response").

WHEREAS, the obligations asserted in the Claim have been satisfied in full and no further amounts are owed to the Claimant on account of the Claim.

WHEREAS, to resolve the Forty-Seventh Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that the Claim has been satisfied in full and should be withdrawn in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. The Claim is hereby deemed withdrawn with prejudice.
2. The Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 7th day of February, 2011

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

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